

## RESOLUTION

A regular meeting of the City of Syracuse Industrial Development Agency was convened in public session on January 21, 2020, at 8:00 o'clock a.m. in the Common Council Chambers, City Hall, 233 East Washington Street, Syracuse, New York.

The meeting was called to order by the Chair and upon roll being called, the following members of the Agency were:

**PRESENT:** Kathleen Murphy, Steven Thompson, Rickey T. Brown, Kenneth Kinsey

**THE FOLLOWING PERSONS WERE ALSO PRESENT:** Staff Present: Judith DeLaney, Susan Katzoff, Esq., John Vavonese, Debra Ramsey-Burns; Others Present: Deli Vargus, Gail Cawley, Zachary Benjamin, Esq., Joe Marusa, Brian Bouchard, Lauryn LaBourde, Rich Puchalski, Aggie Lane, Gail Montplaisir; Media: Rick Moriarty

The following resolution was offered by Rickey T. Brown and seconded by Kenneth Kinsey:

**RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR  
TO EXPEND AN AMOUNT NOT TO EXCEED \$22,500  
PURSUANT TO CONTRACT WITH OPENCOUNTER  
ENTERPRISES, INC. RELATIVE TO THE DEVELOPMENT OF  
ONLINE TOOLS TO ENCOURAGE AND ENHANCE ECONOMIC  
DEVELOPMENT ACTIVITIES**

**WHEREAS**, the City of Syracuse Industrial Development Agency (the “*Agency*”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “*State*”), as amended, together with Chapter 641 of the Laws of 1979 of the State of New York, as amended from time to time (collectively, the “*Act*”), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, for the purpose of promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living; and

**WHEREAS**, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

**WHEREAS**, the Agency has identified a need to enhance its ability to provide solutions, tools and economic development resources to streamline the process for businesses and entrepreneurs applying for one or more permits or licenses within the City to increase economic development for the benefit of the residents of the City of Syracuse, New York (the “*City*”); and

**WHEREAS**, OpenCounter Enterprises, Inc. (“*OCE*”) is a Delaware corporation which provides software technology to municipalities to streamline the process for opening businesses including identifying and applying for necessary permits and zoning approvals and to identify the costs related thereto; all of which will further the Agency’s priorities of promoting economic development, providing residents opportunities to thrive as business owners, and connect business owners with the resources necessary to start and grow their establishments in the City. *OCE* is the lead provider of this technology to municipalities and related agencies; and

**WHEREAS**, the Agency has been working with the *OCE* and other related City agencies to identify a comprehensive, open source, online and mobile gateway for businesses and entrepreneurs that connects them to the resources necessary to obtain the required approvals to open or expand a business in the City (the “*OCE Project*”); and

**WHEREAS**, by resolution adopted on December 18, 2018, the Agency authorized the negotiation of a contract with *OCE* and the expenditure of up to \$77,500 for services provided thereunder for 2019; and

**WHEREAS**, in 2018, the Executive Director executed an agreement with *OCE* for annual services in furtherance of the *OCE Project* (the “*Contract*”). The contract provided for a three year term (the “*Initial Term*”) the cost of the first year not to exceed \$67,500 and each of the remaining two years not to exceed \$45,000. The Executive Director believed that following the first year, the City intended to request budgeting for the costs associated with the ongoing *OCE Project*; and

**WHEREAS**, the City was not able to budget the *OCE* services for the first half of 2020; and

**WHEREAS**, the Executive Director of the Agency seeks authority from the Agency to expend \$22,500 for the first half of 2020 to pay for the services provided under the *Contract* through June, 2020 (the “*Funds*”) with the understanding that the services provided under the contract for the balance of the *Initial Term* will be paid for by the City; and

**WHEREAS**, the Executive Director shall work with the City to pursue financing for the balance of 2020 and the third and final year of the *Contract*; and

**WHEREAS**, the *Contract* further provides for annual one year extensions after the *Initial Term* unless either party provides 90 days' notice to the other (although there is an inconsistency in the *Contract* that may require only 60 days' notice). The Executive Director seeks authority to provide such notice prior to the expiration of the *Initial Term*; and

**WHEREAS**, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “*SEQRA*”), the Agency has classified the *OCE Project* and has determined that the *OCE Project* constitutes a “Type II” action as that term is defined under *SEQRA*, and therefore no further review is required; and

**NOW, THEREFORE**, be it resolved by the members of the City of Syracuse Industrial Development Agency, as follows:

**Section 1.** Based upon the representations made to the Agency, the Agency makes the following findings and determinations:

(A) The OCE Project consists of a “Type II” action under SEQRA and therefore no further review is required; and

(B) The Agency previously determined that the services offered by OCE will provide a unique benefit, that they are offered at a reasonable cost, and there is no competition available for the procurement of the services; and

(C) The Agency authorizes the expenditure of the Funds as set forth herein with the further authorizes and directs the Executive Director to exercise the Agency's right to terminate the Contract 90 days prior to the end of the Initial Term unless further directed otherwise; and

(D) The Executive Director is hereby authorized to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**Section 2.** Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the OCE Project or the Contract or to expend the Funds, this Resolution shall automatically become null, void and of no further force and effect.

**Section 3.** No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

**Section 4.** A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

**Section 5.** The Secretary of the Agency is hereby authorized to and may distribute copies of this Resolution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**Section 6.** This Resolution shall take effect immediately. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

The question of the adoption of the foregoing resolution was duly put to vote on a roll call, which resulted as follows:

	<u>AYE</u>	<u>NAY</u>
Kathleen Murphy	X	
Steven Thompson	X	
Rickey T. Brown	X	
Kenneth Kinsey	X	

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK     )  
COUNTY OF ONONDAGA ) SS,:

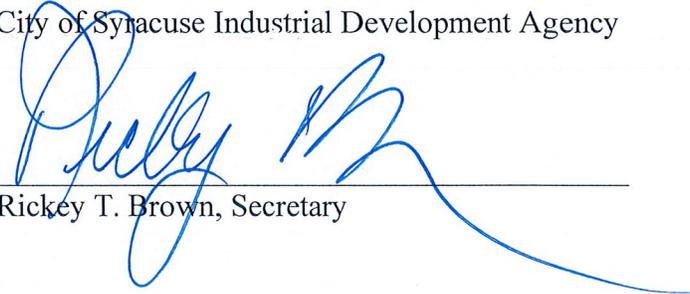
I, the undersigned Secretary of the City of Syracuse Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the City of Syracuse Industrial Development Agency (the "Agency") held on January 21, 2020, with the original thereof on file in my office, and that the same (including all exhibits) is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

**I FURTHER CERTIFY** that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

**I FURTHER CERTIFY** that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

**IN WITNESS WHEREOF**, I have set my hand and affixed the seal of the Agency this 18 day of February, 2020.

City of Syracuse Industrial Development Agency

  
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Rickey T. Brown, Secretary

(SEAL)